



CORPORATION SERVICE COMPANY

RECORDATION NO. 23050 FILED

JUL 08 '04 5-44 PM

SURFACE TRANSPORTATION BOARD



July 7, 2004

Barbara Saddler
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of January 28, 2004 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**
1211 Avenue of the Americas, New York, NY 10036

Lessee: **Chemical Lime, Ltd.**
3700 Hulen Street, Fort Worth, TX 76107

A short summary of the document to appear in the index follows:

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **Chemical Lime, Ltd.**, covering 30 coal hoppers with reporting marks and numbers – CEFX CEFX 15205 – CEFX 152793, GRPX 944325 – GRPX 944596 and TCMX 152135 - NOT INCLUSIVE.

Please file this memorandum as a SECONDARY document to Recordation #23050 dated 8/17/00 and return one (1) stamped original to my attention. A check covering the filing fee of thirty dollars (\$30.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3813.

Thank you for your prompt assistance.

Sincerely,

April O'Shea
Motor Vehicle Specialist

MEMORANDUM OF RAILCAR LEASE

JUL 08 '04

5-44 PM

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 28 day of JANUARY, 2004, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and CHEMICAL LIME, LTD., a Texas Limited Partnership, with an address at 3700 HULEN STREET, , FORT WORTH, TX 76107 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

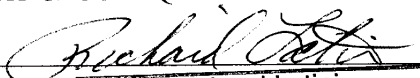
WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of May 25, 2000 covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on August 17, 2000 and given Recordation Number 23050.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in Schedule A hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

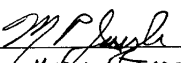
I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: 
Name: Richard Latini
Title: Senior Vice President

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

CHEMICAL LIME, LTD.

By: 
Name: Mark Russell
Title: VP

Schedule A

Number of Cars	Equipment Description
30	4,750 C.F. covered hopper car with gravity gates and trough hatches

1	CEFX	15205
2	CEFX	15210
3	CEFX	15229
4	CEFX	15245
5	CEFX	15248
6	CEFX	15250
7	CEFX	15307
8	CEFX	15337
9	CEFX	15338
10	CEFX	15390
11	CEFX	15438
12	CEFX	17602
13	CEFX	151367
14	CEFX	151370
15	CEFX	151378
16	CEFX	151541
17	CEFX	152479
18	CEFX	152748
19	CEFX	152750
20	CEFX	152781
21	CEFX	152793
22	GRPX	944325
23	GRPX	944560
24	GRPX	944562
25	GRPX	944566
26	GRPX	944570
27	GRPX	944571
28	GRPX	944585
29	GRPX	944596
30	TCMX	152135